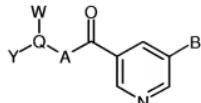


**CLAIM AMENDMENTS**

Please amend the claims as follows:

1. (currently amended): A compound of formula I



I

or pharmaceutically acceptable prodrugs, salts, hydrates, solvates, crystal forms or diastereomers thereof, wherein:

A is selected from O, S, and NR<sup>1</sup>, where R<sup>1</sup> is H, or C<sub>1-4</sub> alkyl;

B is aryl, or hetaryl-phenyl optionally substituted with 0-3 with 0-4 substituents independently selected from halogen, C<sub>1-4</sub> alkyl, CF<sub>3</sub>, CN, aryl, hetaryl-OH, OCF<sub>3</sub>, OC<sub>1-4</sub> alkyl, OC<sub>2-5</sub> alkylNR<sup>2</sup>R<sup>3</sup>, Oaryl, hetaryl, CO<sub>2</sub>R<sup>2</sup>, CONR<sup>2</sup>R<sup>3</sup>, NR<sup>2</sup>R<sup>3</sup>, C<sub>1-4</sub> alkylNR<sup>2</sup>R<sup>3</sup>, NR<sup>4</sup>C<sub>1-4</sub> alkylNR<sup>2</sup>R<sup>3</sup>, NR<sup>2</sup>COR<sup>3</sup>, OC(O)NR<sup>2</sup>R<sup>3</sup>, NR<sup>4</sup>CONR<sup>2</sup>R<sup>3</sup>, and NR<sup>2</sup>SO<sub>2</sub>R<sup>3</sup>;

wherein R<sup>2</sup>, R<sup>3</sup> are each independently H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyl heteroeyethyl, aryl, hetaryl, C<sub>1-4</sub> alkyl aryl, C<sub>1-4</sub> alkyl hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S, or NR<sup>5</sup>;

wherein R<sup>4</sup> is H or C<sub>1-4</sub> alkyl; and

wherein R<sup>5</sup> is H or C<sub>1-4</sub> alkyl;

Q is a bond when W is absent, and is C<sub>1-4</sub> alkyl when W is present;

W is selected from H, C<sub>1-4</sub> alkyl, C<sub>2-6</sub> alkenyl; where C<sub>1-4</sub> alkyl or C<sub>2-6</sub> alkenyl may be optionally substituted with C<sub>1-4</sub> alkyl, OH, OC<sub>1-4</sub> alkyl, NR<sup>6</sup>C(O)R<sup>7</sup>, CONR<sup>6</sup>R<sup>7</sup>, OR<sup>6</sup>, or NR<sup>6</sup>R<sup>7</sup>;

wherein R<sup>6</sup>, and R<sup>7</sup> are each independently H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyl cycloalkyl, C<sub>1-4</sub> alkyl heteroeyethyl, aryl, hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S, or NR<sup>8</sup>, and

wherein R<sup>8</sup> is H, or C<sub>1-4</sub> alkyl;

Y is H or phenyl, aryl or hetaryl optionally substituted with 0-3 substituents independently selected from halogen, C<sub>1-4</sub> alkyl, CF<sub>3</sub>, aryl, hetaryl-OH, OCF<sub>3</sub>, CN, C<sub>2-4</sub> alkynyl, OC<sub>1-4</sub> alkyl,

$\text{OC}_{2-5}$  alkyl $\text{NR}^9\text{R}^{10}$ , Oaryl,  $\text{Ohetaryl}-\text{CO}_2\text{R}^9$ ,  $\text{CONR}^9\text{R}^{10}$ ,  $\text{NR}^9\text{R}^{10}$ ,  $\text{C}_{1-4}$  alkyl $\text{NR}^9\text{R}^{10}$ ,

$\text{NR}^{11}\text{C}_{1-4}$  alkyl $\text{NR}^9\text{R}^{10}$ ,  $\text{NR}^9\text{COR}^{10}$ ,  $\text{NR}^{11}\text{CONR}^9\text{R}^{10}$ , and  $\text{NR}^9\text{SO}_2\text{R}^{10}$ ;

wherein  $\text{R}^9$  and  $\text{R}^{10}$  is each independently H,  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  alkyl heteroeyethyl, aryl, hetaryl,  $\text{C}_{1-4}$  alkyl aryl,  $\text{C}_{1-4}$  alkyl hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one O, S, or NR<sup>12</sup>;

wherein  $\text{R}^{11}$  is H or  $\text{C}_{1-4}$  alkyl; and  $\text{R}^{12}$  is H or  $\text{C}_{1-4}$  alkyl

with the proviso that when Y is phenyl substituted at the ortho position with  $\text{CO}_2\text{R}^9$ , CN or NH<sub>2</sub>, W is absent and Q is a bond, and B has one or zero substituents, then R<sup>1</sup> is  $\text{C}_{1-4}$  alkyl.

2. (currently amended): A compound according to claim 1 or pharmaceutically acceptable prodrugs, salts, hydrates, solvates, crystal forms or diastereomers thereof, wherein:

A is  $\text{NR}^+$  and R<sup>1</sup> is H or  $\text{C}_{1-4}$  alkyl;

W is selected from H,  $\text{C}_{1-4}$  alkyl, and  $\text{C}_{2-6}$  alkenyl; where wherein  $\text{C}_{1-4}$  alkyl or  $\text{C}_{2-6}$  alkenyl may be optionally substituted with  $\text{C}_{1-4}$  alkyl, OH,  $\text{OC}_{1-4}$  alkyl, or  $\text{NR}^6\text{R}^7$ ;

wherein  $\text{R}^6$ , and  $\text{R}^7$  are each independently H,  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  alkyl cycloalkyl,  $\text{C}_{1-4}$  alkyl heteroeyethyl, aryl, hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S or NR<sup>8</sup>;

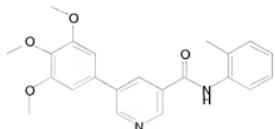
wherein R<sup>8</sup> is H or  $\text{C}_{1-4}$  alkyl;

Y is H or phenyl-, aryl or hetaryl optionally substituted with 0-3 substituents independently selected from halogen,  $\text{C}_{1-4}$  alkyl, CF<sub>3</sub>, aryl, hetaryl, OH, OCF<sub>3</sub>, OC<sub>1-4</sub> alkyl,  $\text{OC}_{2-5}$  alkyl $\text{NR}^9\text{R}^{10}$ , Oaryl,  $\text{Ohetaryl}-\text{CO}_2\text{R}^9$ ,  $\text{CONR}^9\text{R}^{10}$ ,  $\text{NR}^9\text{R}^{10}$ ,  $\text{C}_{1-4}$  alkyl $\text{NR}^9\text{R}^{10}$ ,  $\text{NR}^{11}\text{C}_{1-4}$  alkyl $\text{NR}^9\text{R}^{10}$ ,  $\text{NR}^9\text{COR}^{10}$ ,  $\text{NR}^{11}\text{CONR}^9\text{R}^{10}$ , and  $\text{NR}^9\text{SO}_2\text{R}^{10}$ ;

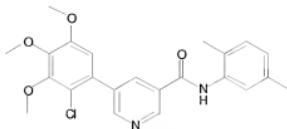
wherein  $\text{R}^9$ , and  $\text{R}^{10}$  are each independently H,  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  alkyl heteroeyethyl, aryl, hetaryl,  $\text{C}_{1-4}$  alkyl aryl,  $\text{C}_{1-4}$  alkyl hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing an atom selected from one of O, S, NR12; and R11 is selected from H, or NR<sup>12</sup>; and

wherein  $\text{R}^{11}$  is H or  $\text{C}_{1-4}$  alkyl; and R12 is selected from H,  $\text{R}^{12}$  is H or  $\text{C}_{1-4}$  alkyl.

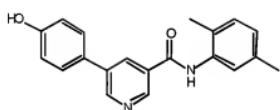
3. (currently amended): A compound according to claim 1 wherein the compound is selected from the group consisting of:



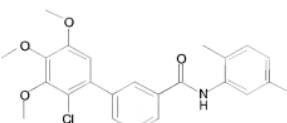
C22H22N2O4



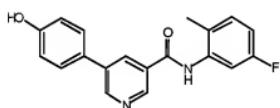
C23H23ClN2O4



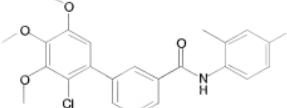
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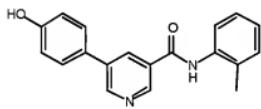
C22H20ClFN2O4



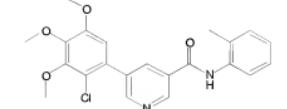
C19H15FN2O2



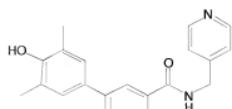
C22H20ClFN2O4



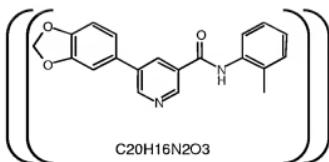
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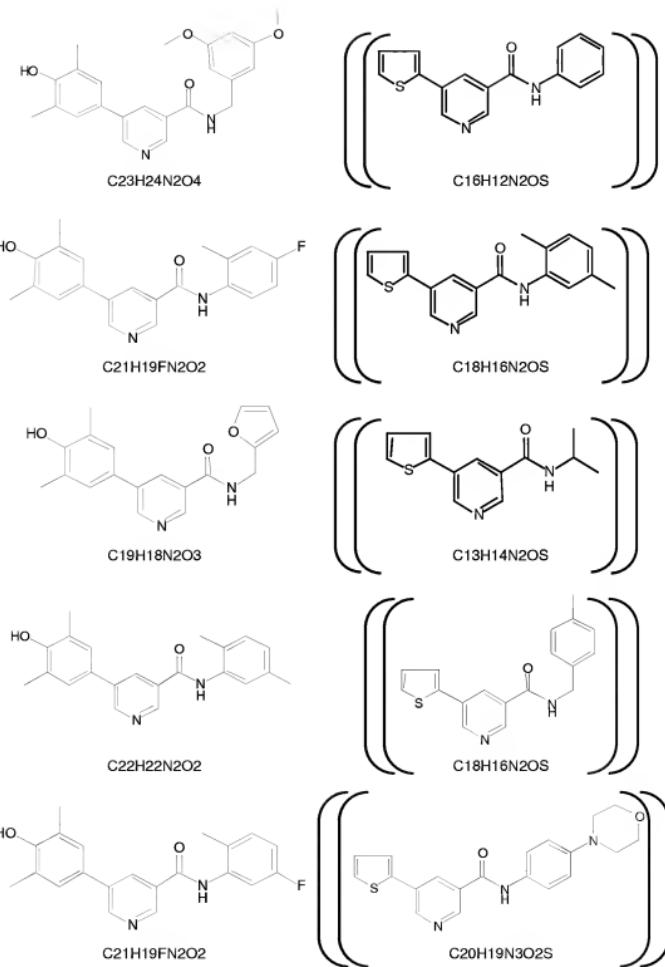


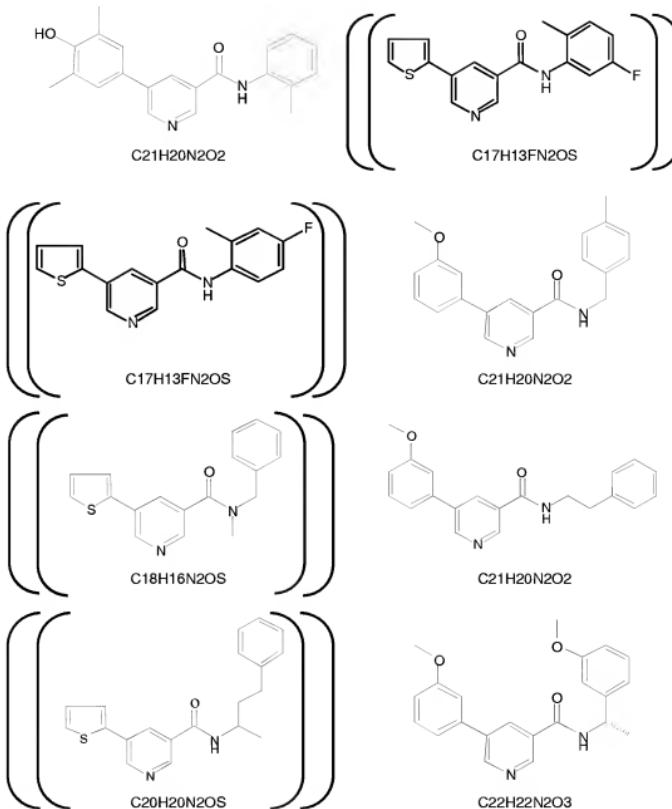
C22H21ClN2O4

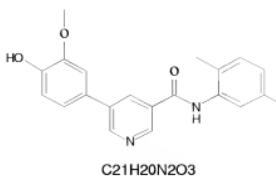
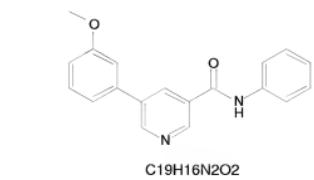
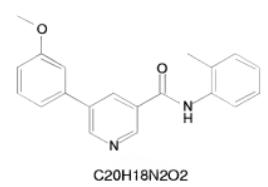
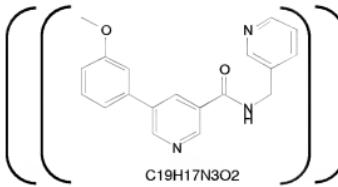
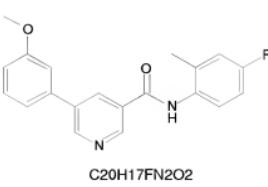
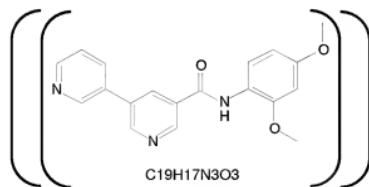
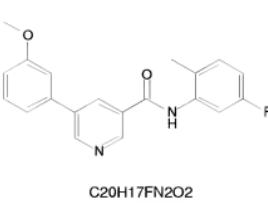
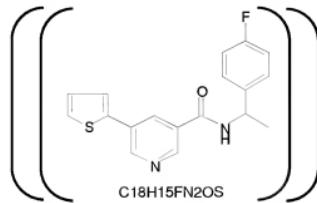
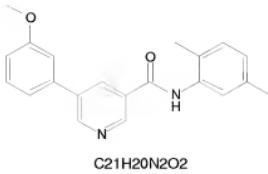
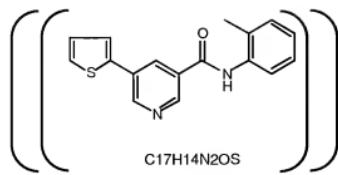


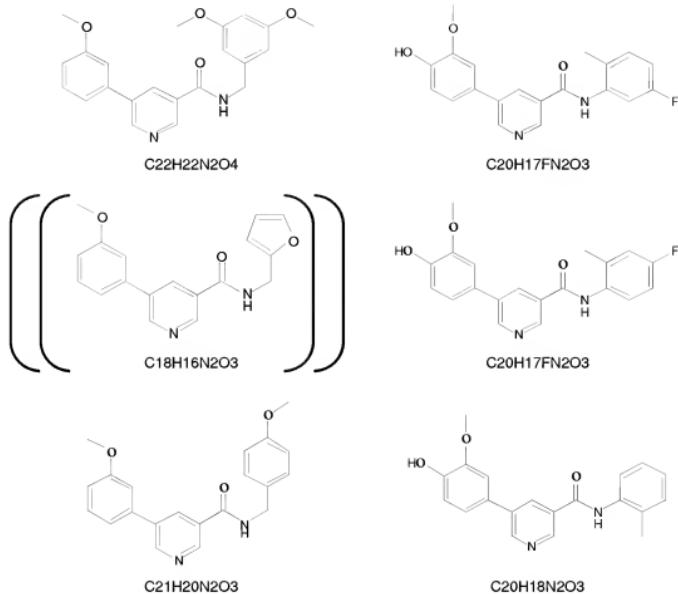
C20H19N3O2











or pharmaceutically acceptable ~~prodrugs, salts, hydrates, solvates, crystal forms or diastereomers thereof.~~

4. (currently amended): A pharmaceutical composition comprising a carrier and at least one compound of claim 1.

5-6. (canceled)

7. (new): A pharmaceutical composition comprising a carrier and at least one compound of claim 2.

8. (new): A pharmaceutical composition comprising a carrier and at least one compound of claim 3.